

RECORDATION NO. 19041-C FILED

OCT 8 '98

1-15 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 7, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated as of October 6, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Equipment Lease and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 19041.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

Mr. Vernon A. Williams
October 7, 1998
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 10/8/98

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

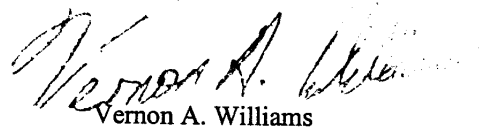
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/8/98 at 1:15PM , and

assigned recordation number(s). 10877-E, 11197-D, 11303-F, 14098-E, 14187-B,
14241-H, 14327-C, 14639-H, 14867-D, 14891-G,
14993-G, 15596-H, 16288-C, 16500-D, 16553-D,
16686-B, 16946-F, 16947-F, 17348-G, 17349-G,
17350-G, 18132-G, 18133-G, 18134-B, 18357-K,
18449-B, 18870-C, 19041-C, 19487-G, 19488-G,
19489-D, 19622-D, 19623-E, 19688-Y, 19688-Z,
19708-B, 20034-G and 20035-G.

Sincerely Yours,



Vernon A. Williams

Enclosure(s) (38)

988.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

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STATEMENT OF NEW REPORTING MARKS dated as of October 6, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (hereinafter called "Conrail").

Conrail is party to that certain agreement specified in Item 1 of Schedule A hereto (hereinafter called the "Security Agreement"), with the party specified in Item 2 of Schedule A hereto (hereinafter called the "Secured Party"), covering the units of railroad equipment specified in Schedule B hereto (hereinafter called the "Subject Equipment") and certain other units of railroad equipment.

Evidence of the Security Agreement has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code to show for the public record both such reporting marks, and to preserve the protection of the rights afforded to the Secured Party in the Subject Equipment by said section 11301, when, if, as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McKeel

LMS

SCHEDULE A

Item 1, Security Agreements:

dated as of October 15, 1994

Item 2, Secured Party:

Wilmington Trust Company, Rodney Square North, 1100 N.
Market Street, Wilmington, DE 19890

Item 3, date of recordation of Security Agreements:

November 2, 1994

Item 4, recordation number of Security Agreements:

19041

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6267
CR 6270
CR 6272
CR 6275

**New Reporting
Marks and Identifying
Numbers**

CSXT 7390
CSXT 7391
CSXT 7392
CSXT 7393

**Original Reporting
Marks and Identifying
Numbers**

CR 6277
CR 6280
CR 6282
CR 6284

**New Reporting
Marks and Identifying
Numbers**

CSXT 7394
CSXT 7395
CSXT 7396
CSXT 7397

LMS

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

CR 6266

PRR 8440

CR 6276

PRR 8446

CR 6268

PRR 8441

CR 6278

PRR 8447

CR 6269

PRR 8442

CR 6279

PRR 8448

CR 6271

PRR 8443

CR 6281

PRR 8449

CR 6273

PRR 8444

CR 6283

PRR 8450

CR 6274

PRR 8445

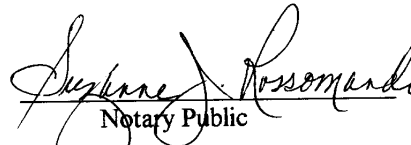
CR 6285

PRR 8451

LM5

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this 6th day of October 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

NOTARIAL SEAL
Suzanne J. Rossomando, Notary Public
City of Philadelphia, Phila. County
My Commission Expires June 28, 1999

My commission expires: